

ORIGINAL

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July 7, 1999

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VIA FEDERAL EXPRESS

Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

**Re: Notification of Transfer of Control
Comm South Companies, Inc. and Topp Telecom, Inc.**

99-00491

Dear Sir or Madam:

Comm South Companies, Inc. ("Comm South") and Topp Telecom, Inc. ("Topp"), by their attorneys, and pursuant to Tenn. Code Ann. § 65-4-112, hereby notify the Tennessee Regulatory Authority of the impending purchase by Topp of 100 percent of the outstanding common stock of Comm South.

1. The Parties

Comm South is a privately-held Texas corporation. Its principal business office is at 6830 Walling Lane, Dallas, Texas 75231. Comm South provides resold local telecommunications services and received authority to provide resold local telecommunications services within Tennessee on August 20, 1997. See Case No. 97-1327. Comm South is controlled by three shareholders, Jim Graham, Steve Harvanek, and William Tobin Wilson.

Topp is a Florida corporation with its principal business office at 8390 N.W. 25th Street, Miami, Florida 33122. Topp is a leading provider of prepaid wireless services in the United States. Topp was incorporated in 1996 and currently operates as a cellular reseller in all 50 states, the District of Columbia, Puerto Rico and the U.S. Virgin Islands, providing local cellular numbers to customers at any location in the United States with cellular coverage. The service is available through more than 15,000 points of distribution nationwide. The shareholders of Topp and their relevant ownership percentages are as follows:

Inmobiliaria Aztlan, S.A. de CV (77.3%)
CellStar Telecom, Inc. (9.7%)
David Topp (8.9%)
F.J. Pollak (4.1%)

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2. Description of the Transaction

On June 22, 1999, Topp, Comm South and Comm South's shareholders entered into a Stock Purchase Agreement, pursuant to which Topp will acquire 100 percent of the outstanding shares of Comm South. The transaction is scheduled to close immediately following the receipt of all required state public utility commission approvals.

Although the acquisition will result in a change in control of Comm South, it will not involve a change in the manner in which services are provided to Comm South's customers. After the acquisition, Comm South will become a wholly-owned subsidiary of Topp. Comm South will continue to operate in Tennessee with its current name, providing service under its existing tariffs. Furthermore, the company will be managed by a highly qualified team of management personnel, all of whom have experience in the telecommunications industry. Mr. Chris A. Caffey will direct the day-to-day operations of Comm South, and the present managers of Comm South will continue to provide consulting services to Topp through the end of 1999. The proposed transaction, therefore, will be virtually transparent to Comm South's Tennessee customers.

Should you have any questions regarding this matter, please do not hesitate to contact the undersigned at (202) 659-3494.

Respectfully submitted,

**Comm South Companies, Inc.
Topp Telecom, Inc.**

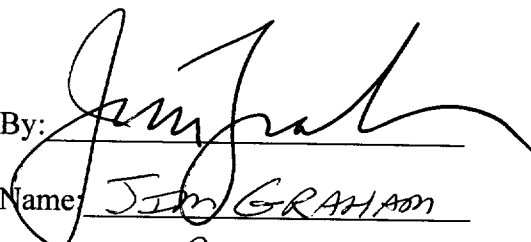
by: 

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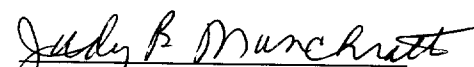
Their Attorneys

VERIFICATION

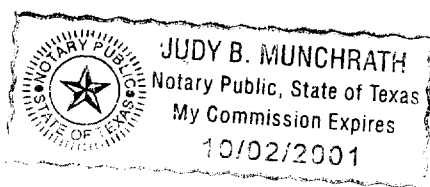
I am authorized to represent Comm South Companies, Inc. and to make this verification on its behalf. The statements in the foregoing document are true of my own knowledge, except as to matters which are therein stated on information and belief, and as to those matters, I believe them to be true. I declare under penalty of perjury that the foregoing is true and correct.

By: 
Name: JIM GRAHAM
Title: PRES
Date: JUNE 25, 1999

Sworn and subscribed to before me this 25
day of JUNE, 1999.


Notary Public

My Commission expires 10/02/2001



VERIFICATION

I am authorized to represent Topp Telecom, Inc. and to make this verification on its behalf. The statements in the foregoing document are true of my own knowledge, except as to matters which are therein stated on information and belief, and as to those matters, I believe them to be true. I declare under penalty of perjury that the foregoing is true and correct.

By: [Signature]

Name: FJ BLANK

Title: Chairman and CEO

Date: 6/30/99

Sworn and subscribed to before me this 30
day of June, 1999.

[Signature]
Notary Public

My Commission expires June 18, 2001



Elizabeth Snyder
My Commission CC656910
Expires June 18, 2001

[Signature]